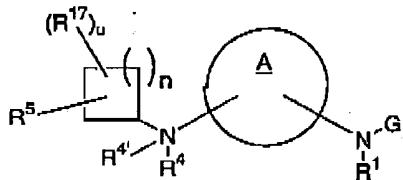


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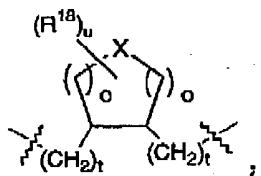
1. (CURRENTLY AMENDED) A compound of formula (I):



(I)

or stereoisomers or pharmaceutically acceptable salts thereof, wherein:

A is



G is selected from  $-C(O)R^3$ ,  $-C(O)NR^2R^3$ ,  $-C(O)OR^3$ ,  $-SO_2NR^2R^3$ ,  $-SO_2R^3$ ,  $-C(=S)NR^2R^3$ ,  $C(=NR^{1a})NR^2R^3$ ,  $C(=CHCN)NR^2R^3$ ,  $C(=CHNO_2)NR^2R^3$ , and  $C(=C(CN)_2)NR^2R^3$ ;

~~W, at each occurrence, is independently selected from C or N, provided at least two of W are C,~~

X is O;

~~X<sup>1</sup> and X<sup>2</sup> are independently selected from C and N;~~

~~Z<sup>1</sup> is selected from C and N;~~

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 ~~$z^2$  is selected from  $NR^{1a}$ , O, S and C,~~

$R^1$  and  $R^2$  are independently selected from H,  $C_{1-6}$  alkyl,  $C_{3-8}$  alkenyl,  $C_{3-8}$  alkynyl, and a  $(CH_2)_x-C_{3-10}$  carbocyclic residue substituted with 0-5  $R^a$ ;

$R^{1a}$  is independently selected from H,  $C_{1-6}$  alkyl,  $(CH_2)_xC_{3-6}$  cycloalkyl, and a  $(CH_2)_x-C_{3-10}$  carbocyclic residue substituted with 0-5  $R^a$ ;

$R^a$ , at each occurrence, is selected from  $C_{1-4}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_xC_{3-6}$  cycloalkyl, Cl, Br, I, F,  $(CF_2)_xCF_3$ ,  $NO_2$ , CN,  $(CH_2)_xNR^bR^b$ ,  $(CH_2)_xOH$ ,  $(CH_2)_xOR^c$ ,  $(CH_2)_xSH$ ,  $(CH_2)_xSR^c$ ,  $(CH_2)_xC(O)R^b$ ,  $(CH_2)_xC(O)NR^bR^b$ ,  $(CH_2)_xNR^bC(O)R^b$ ,  $(CH_2)_xC(O)OR^b$ ,  $(CH_2)_xOC(O)R^c$ ,  $(CH_2)_xCH(=NR^b)NR^bR^b$ ,  $(CH_2)_xNHC(=NR^b)NR^bR^b$ ,  $(CH_2)_xS(O)pR^c$ ,  $(CH_2)_xS(O)_2NR^bR^b$ ,  $(CH_2)_xNR^bS(O)_2R^a$ , and  $(CH_2)_x$  phenyl;

$R^b$ , at each occurrence, is selected from H,  $C_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl, and phenyl;

$R^c$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl, and phenyl;

alternatively,  $R^2$  and  $R^3$  join to form a 5, 6, or 7 membered ring substituted with 0-3  $R^a$ ;

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$R^3$  is selected from a  $(CR^{3'}R^{3''})_r-C_3-10$  carbocyclic residue substituted with 0-5  $R^{15}$  and a  $(CR^{3'}R^{3''})_r-5-10$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{15}$ ;

$R^{3'}$  and  $R^{3''}$ , at each occurrence, are selected from H,  $C_{1-6}$  alkyl,  $(CH_2)_rC_{3-6}$  cycloalkyl, and phenyl;

$R^4$  is hydrogen,  $C_{1-8}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{3-8}$  alkynyl,  $(CH_2)_rC_{3-6}$  cycloalkyl, and a  $(CH_2)_r-C_3-10$  carbocyclic residue substituted with 0-5  $R^a$ ;

alternatively,  $R^4$  joins with  $R^8$  or  $R^{11}$  to form a ~~pyrrolidine or piperidine ring system substituted with 0-3  $R^{4d}$~~ ;

$R^{4'}$  is absent, taken with the nitrogen to which it is attached to form an N-oxide, or selected from  $C_{1-8}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{3-8}$  alkynyl,  $(CH_2)_rC_{3-6}$  cycloalkyl,  $(CH_2)_qC(O)R^{4b}$ ,  $(CH_2)_qC(O)NR^{4a}R^{4a'}$ ,  $(CH_2)_qC(O)OR^{4a}$ , and a  $(CH_2)_r-C_3-10$  carbocyclic residue substituted with 0-3  $R^{4c}$ ;

$R^{4a}$  and  $R^{4a'}$ , at each occurrence, are selected from H,  $C_{1-6}$  alkyl,  $(CH_2)_rC_{3-6}$  cycloalkyl, and phenyl;

$R^{4b}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $(CH_2)_rC_{3-6}$  cycloalkyl,  $C_{2-8}$  alkynyl, and phenyl;

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$R^{4c}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $C_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_xCF_3$ ,  $(CH_2)_xOC_{1-5}$  alkyl,  $(CH_2)_xOH$ ,  $(CH_2)_xSC_{1-5}$  alkyl,  $(CH_2)_xNR^{4a}R^{4a'}$ , and  $(CH_2)_xphenyl$ ;

$R^{4d}$ , is selected from H,  $C_{1-6}$  alkyl,  $(CHR')_qOH$ ,  $(CHR')_qOR^{7a}$ ,  $(CHR')_qOC(O)R^{7b}$ ,  $(CHR')_qOC(O)NHR^{7a}$ ,

$R^5$  is selected from a  $(CR^5'R^{5''})_t-C_{3-10}$  carbocyclic residue substituted with 0-5  $R^{16}$  and a  $(CR^5'R^{5''})_t-5-10$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{16}$ ;

$R^{5'}$  and  $R^{5''}$  at each occurrence, are selected from H,  $C_{1-6}$  alkyl,  $(CH_2)_xC_{3-6}$  cycloalkyl, and phenyl;

$R^7$ , is selected from H,  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CHR')_qOH$ ,  $(CHR')_qSH$ ,  $(CHR')_qOR^{7d}$ ,  $(CHR')_qSR^{7d}$ ,  $(CHR')_qNHR^{7a}$ ,  $(CHR')_qC(O)OH$ ,  $(CHR')_qC(O)R^{7b}$ ,  $(CHR')_qC(O)NR^{7a}R^{7a'}$ ,  $(CHR')_qNR^{7a}C(O)R^{7a}$ ,  $(CHR')_qNR^{7a}C(O)H$ ,  $(CHR')_qC(O)OR^{7a}$ ,  $(CHR')_qOC(O)R^{7b}$ ,  $(CHR')_qS(O)R^{7b}$ ,  $(CHR')_qS(O)NR^{7a}R^{7a'}$ ,  $(CHR')_qNHC(O)NR^{7a}R^{7a'}$ ,  $(CHR')_qNHC(O)OR^{7a}$ ,  $(CHR')_qOC(O)NHR^{7a}$ ,  $C_{1-6}$  haloalkyl, a  $(CHR')_x-C_{3-10}$  carbocyclic residue substituted with 0-3  $R^{7e}$ , and

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~~a  $(\text{CH}_2)_x$  5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2  $R^{7e}$ ,~~

~~$R^{7a}$  and  $R^{7a'}$ , at each occurrence, are selected from H,  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl, a  $(\text{CH}_2)_x-C_{3-10}$  carboyclic residue substituted with 0-5  $R^{7e}$ , and a  $(\text{CH}_2)_x$  5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{7e}$ ,~~

~~$R^{7b}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl, a  $(\text{CH}_2)_x-C_{3-6}$  carboyclic residue substituted with 0-2  $R^{7e}$ , and a  $(\text{CH}_2)_x$  5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{7e}$ ,~~

~~$R^{7e}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(\text{CH}_2)_x-C_{3-6}$  cycloalkyl, Cl, Br, I, F,  $(\text{CF}_3)_x\text{CF}_3$ ,  $\text{NO}_2$ , CN,  $(\text{CH}_2)_x\text{NR}^{7f}\text{R}^{7f}$ ,  $(\text{CH}_2)_x\text{OH}$ ,  $(\text{CH}_2)_x\text{OC}_{1-4}$  alkyl,  $(\text{CH}_2)_x\text{SG}_{1-4}$  alkyl,  $(\text{CH}_2)_x\text{C(O)OH}$ ,  $(\text{CH}_2)_x\text{C(O)R}^{7b}$ ,  $(\text{CH}_2)_x\text{C(O)NR}^{7f}\text{R}^{7f}$ ,  $(\text{CH}_2)_x\text{NR}^{7f}\text{C(O)R}^{7a}$ ,  $(\text{CH}_2)_x\text{C(O)OC}_{1-4}$  alkyl,  $(\text{CH}_2)_x\text{OC(O)R}^{7b}$ ,  $(\text{CH}_2)_x\text{C}(-\text{NR}^{7f})\text{NR}^{7f}\text{R}^{7f}$ ,  $(\text{CH}_2)_x\text{S(O)}_2\text{R}^{7b}$ ,  $(\text{CH}_2)_x\text{NHC}(-\text{NR}^{7f})\text{NR}^{7f}\text{R}^{7f}$ ,  $(\text{CH}_2)_x\text{S(O)}_2\text{NR}^{7f}\text{R}^{7f}$ ,  $(\text{CH}_2)_x\text{NR}^{7f}\text{S(O)}_2\text{R}^{7b}$ , and  $(\text{CH}_2)_x$  phenyl substituted with 0-3  $R^{7e}$ ,~~

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~~R<sup>7d</sup>, at each occurrence, is selected from methyl, CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>7e</sup>, and a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>7e</sup>,~~

~~R<sup>7e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, (CF<sub>3</sub>)<sub>2</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>2</sub>OC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>2</sub>OH, OH, (CH<sub>2</sub>)<sub>2</sub>SH, SH, (CH<sub>2</sub>)<sub>2</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>2</sub>NR<sup>7f</sup>R<sup>7f</sup>, and (CH<sub>2</sub>)<sub>2</sub>phenyl,~~

~~R<sup>7f</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl,~~

~~R<sup>8</sup> is selected from H, C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl, and (CH<sub>2</sub>)<sub>2</sub>phenyl substituted with 0-3 R<sup>8a</sup>,~~

~~R<sup>8a</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>3</sub>)<sub>2</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>2</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>2</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>2</sub>NR<sup>7f</sup>R<sup>7f</sup>, and (CH<sub>2</sub>)<sub>2</sub>phenyl,~~

~~alternatively, R<sup>7</sup> and R<sup>8</sup> join to form C<sub>3-7</sub> cycloalkyl, or -NR<sup>8b</sup>-,~~

~~R<sup>8b</sup> is selected from H, C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl, OH, CN, and (CH<sub>2</sub>)<sub>2</sub>phenyl,~~

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$R^{11}$ , is selected from H,  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_qOH$ ,  $(CH_2)_qSH$ ,  $(CH_2)_qOR^{11d}$ ,  $(CH_2)_qSR^{11e}$ ,  $(CH_2)_qNR^{11a}R^{11a'}$ ,  $(CH_2)_qC(O)OH$ ,  $(CH_2)_qC(O)R^{11b}$ ,  $(CH_2)_qC(O)NR^{11a}R^{11a'}$ ,  $(CH_2)_qNR^{11e}C(O)R^{11b}$ ,  $(CH_2)_qNR^{11e}C(O)NR^{11a}R^{11a'}$ ,  $(CH_2)_qC(O)OR^{11a}$ ,  $(CH_2)_qOC(O)R^{11b}$ ,  $(CH_2)_qS(O)R^{11b}$ ,  $(CH_2)_qS(O)NR^{11a}R^{11a'}$ ,  $(CH_2)_qNR^{11a}S(O)R^{11b}$ ,  $C_{1-6}$  haloalkyl, a  $(CH_2)_qC_{3-10}$  carbocyclic residue substituted with 0-5  $R^{11e}$ , and a  $(CH_2)_q-5-10$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{11e}$ ,

$R^{11a}$  and  $R^{11a'}$ , at each occurrence, are selected from H,  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl, a  $(CH_2)_q-C_{3-10}$  carbocyclic residue substituted with 0-5  $R^{11e}$ , and a  $(CH_2)_q-5-10$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{11e}$ ,

$R^{11b}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl, a  $(CH_2)_q-C_{3-6}$  carbocyclic residue substituted with 0-2  $R^{11e}$ , and a  $(CH_2)_q-5-6$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{11e}$ ,

$R^{11a}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_qC_{3-6}$  cycloalkyl, Cl, Br, I, F,  $(CF_2)_qCF_3$ ,  $NO_2$ , CN,  $(CH_2)_qNR^{11f}R^{11f'}$ ,

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~~(CH<sub>2</sub>)<sub>r</sub>OH, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-4</sub>alkyl, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-4</sub>alkyl,~~  
~~(CH<sub>2</sub>)<sub>r</sub>C(O)OH, (CH<sub>2</sub>)<sub>r</sub>C(O)R<sup>11b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)NR<sup>11f</sup>R<sup>11f</sup>,~~  
~~(CH<sub>2</sub>)<sub>r</sub>NR<sup>11f</sup>C(O)R<sup>11a</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OC<sub>1-4</sub>alkyl,~~  
~~(CH<sub>2</sub>)<sub>r</sub>OC(O)R<sup>11b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(-NR<sup>11f</sup>)NR<sup>11f</sup>R<sup>11f</sup>,~~  
~~(CH<sub>2</sub>)<sub>r</sub>NHC(-NR<sup>11f</sup>)NR<sup>11f</sup>R<sup>11f</sup>, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>p</sub>R<sup>11b</sup>,~~  
~~(CH<sub>2</sub>)<sub>r</sub>S(O)<sub>2</sub>NR<sup>11f</sup>R<sup>11f</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>11f</sup>S(O)<sub>2</sub>R<sup>11b</sup>, and~~  
~~(CH<sub>2</sub>)<sub>r</sub>phenyl substituted with 0-3 R<sup>11e</sup>,~~

~~R<sup>11e</sup>, at each occurrence, is selected from methyl, CF<sub>3</sub>,~~  
~~C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>11e</sup>, C<sub>3-6</sub> alkenyl,~~  
~~C<sub>3-6</sub> alkynyl, and a C<sub>1-10</sub> carbocyclic residue~~  
~~substituted with 0-3 R<sup>11e</sup>,~~

~~R<sup>11e</sup>, at each occurrence, is selected from C<sub>1-6</sub>alkyl,~~  
~~C<sub>2-9</sub> alkenyl, C<sub>2-9</sub> alkynyl, C<sub>3-6</sub>cycloalkyl, Cl, F,~~  
~~Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub>alkyl, OH,~~  
~~SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub>alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>11f</sup>R<sup>11f</sup>, and~~  
~~(CH<sub>2</sub>)<sub>r</sub>phenyl,~~

~~R<sup>11f</sup>, at each occurrence, is selected from H, C<sub>1-6</sub>alkyl, and C<sub>3-6</sub>cycloalkyl,~~

~~R<sup>15</sup>, at each occurrence, is selected from C<sub>1-8</sub> alkyl,~~  
~~(CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub>cycloalkyl, Cl, Br, I, F, NO<sub>2</sub>, CN,~~  
~~(CHR')<sub>r</sub>NR<sup>15a</sup>R<sup>15a</sup>', (CHR')<sub>r</sub>OH, (CHR')<sub>r</sub>O(CHR')<sub>r</sub>R<sup>15d</sup>,~~  
~~(CHR')<sub>r</sub>SH, (CHR')<sub>r</sub>C(O)H, (CHR')<sub>r</sub>S(CHR')<sub>r</sub>R<sup>15d</sup>,~~  
~~(CHR')<sub>r</sub>C(O)OH, (CHR')<sub>r</sub>C(O)(CHR')<sub>r</sub>R<sup>15b</sup>,~~  
~~(CHR')<sub>r</sub>C(O)NR<sup>15a</sup>R<sup>15a</sup>', (CHR')<sub>r</sub>NR<sup>15f</sup>C(O)(CHR')<sub>r</sub>R<sup>15b</sup>,~~  
~~(CHR')<sub>r</sub>NR<sup>15f</sup>C(O)NR<sup>15a</sup>R<sup>15a</sup>', (CHR')<sub>r</sub>C(O)O(CHR')<sub>r</sub>R<sup>15d</sup>,~~

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(CHR')<sub>r</sub>OC(O)(CHR')<sub>r</sub>R<sup>15b</sup>, (CHR')<sub>r</sub>C(=NR<sup>15f</sup>)NR<sup>15a</sup>R<sup>15a'</sup>,  
(CHR')<sub>r</sub>NHC(=NR<sup>15f</sup>)NR<sup>15a</sup>R<sup>15a'</sup>,  
(CHR')<sub>r</sub>S(O)<sub>p</sub>(CHR')<sub>r</sub>R<sup>15b</sup>, (CHR')<sub>r</sub>S(O)<sub>2</sub>NR<sup>15a</sup>R<sup>15a'</sup>,  
(CHR')<sub>r</sub>NR<sup>15f</sup>S(O)<sub>2</sub>(CHR')<sub>r</sub>R<sup>15b</sup>, C<sub>1-6</sub> haloalkyl, C<sub>2-8</sub> alkenyl substituted with 0-3 R', C<sub>2-8</sub> alkynyl substituted with 0-3 R', (CHR')<sub>r</sub>phenyl substituted with 0-3 R<sup>15e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>15e</sup>;

R', at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with R<sup>15e</sup>;

R<sup>15a</sup> and R<sup>15a'</sup>, at each occurrence, are selected from H, C<sub>1-6</sub> alkyl, C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>15e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>15e</sup>;

R<sup>15b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-3 R<sup>15e</sup>, and (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>15e</sup>;

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$R^{15d}$ , at each occurrence, is selected from  $C_{3-8}$  alkenyl,  $C_{3-8}$  alkynyl, methyl,  $CF_3$ ,  $C_{2-6}$  alkyl substituted with 0-3  $R^{15e}$ , a  $(CH_2)_r-C_{3-10}$  carbocyclic residue substituted with 0-3  $R^{15e}$ , and a  $(CH_2)_r$  5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{15e}$ ;

$R^{15e}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_rC_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_rCF_3$ ,  $(CH_2)_rOC_{1-5}$  alkyl, OH, SH,  $(CH_2)_rSC_{1-5}$  alkyl,  $(CH_2)_rNR^{15f}R^{15f}$ , and  $(CH_2)_r$  phenyl;

$R^{15f}$ , at each occurrence, is selected from H,  $C_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl, and phenyl;

$R^{16}$ , at each occurrence, is selected from  $C_{1-8}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_rC_{3-6}$  cycloalkyl, Cl, Br, I, F,  $NO_2$ , CN,  $(CHR')_rNR^{16a}R^{16a'}$ ,  $(CHR')_rOH$ ,  $(CHR')_rO(CHR')_rR^{16d}$ ,  $(CHR')_rSH$ ,  $(CHR')_rC(O)H$ ,  $(CHR')_rS(CHR')_rR^{16d}$ ,  $(CHR')_rC(O)OH$ ,  $(CHR')_rC(O)(CHR')_rR^{16b}$ ,  $(CHR')_rC(O)NR^{16a}R^{16a'}$ ,  $(CHR')_rNR^{16f}C(O)(CHR')_rR^{16b}$ ,  $(CHR')_rC(O)O(CHR')_rR^{16d}$ ,  $(CHR')_rOC(O)(CHR')_rR^{16b}$ ,  $(CHR')_rC(=NR^{16f})NR^{16a}R^{16a'}$ ,  $(CHR')_rNHC(=NR^{16f})NR^{16a}R^{16a'}$ ,  $(CHR')_rS(O)_p(CHR')_rR^{16b}$ ,  $(CHR')_rS(O)_2NR^{16a}R^{16a'}$ ,  $(CHR')_rNR^{16f}S(O)_2(CHR')_rR^{16b}$ ,  $C_{1-6}$  haloalkyl,  $C_{2-8}$

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alkenyl substituted with 0-3 R', C<sub>2-8</sub> alkynyl substituted with 0-3 R', and (CHR')<sub>r</sub>phenyl substituted with 0-3 R<sup>16e</sup>;

R<sup>16a</sup> and R<sup>16a'</sup>, at each occurrence, are selected from H, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>16e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>16e</sup>;

R<sup>16b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> carbocyclic residue substituted with 0-3 R<sup>16e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>16e</sup>;

R<sup>16d</sup>, at each occurrence, is selected from C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, methyl, CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>16e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>16e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>16e</sup>;

R<sup>16e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub>

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alkyl, OH, SH,  $(\text{CH}_2)_x\text{SC}_{1-5}$  alkyl,  $(\text{CH}_2)_x\text{NR}^{16f}\text{R}^{16f}$ ,  
and  $(\text{CH}_2)_x\text{phenyl}$ ;

$\text{R}^{16f}$ , at each occurrence, is selected from H,  $\text{C}_{1-5}$  alkyl, and  $\text{C}_{3-6}$  cycloalkyl, and phenyl;

$\text{R}^{17}$ , is selected from H,  $\text{C}_{1-6}$  alkyl,  $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl,  $(\text{CH}_2)_q\text{OH}$ ,  $(\text{CH}_2)_q\text{SH}$ ,  $(\text{CH}_2)_q\text{OR}^{17d}$ ,  $(\text{CH}_2)_q\text{SR}^{17d}$ ,  $(\text{CH}_2)_q\text{NR}^{17a}\text{R}^{17a'}$ ,  $(\text{CH}_2)_x\text{C}(\text{O})\text{OH}$ ,  $(\text{CH}_2)_x\text{C}(\text{O})\text{R}^{17b}$ ,  $(\text{CH}_2)_x\text{C}(\text{O})\text{NR}^{17a}\text{R}^{17a'}$ ,  $(\text{CH}_2)_q\text{NR}^{17a}\text{C}(\text{O})\text{R}^{17b}$ ,  $(\text{CH}_2)_q\text{NR}^{17a}\text{C}(\text{O})\text{H}$ ,  $(\text{CH}_2)_x\text{C}(\text{O})\text{OR}^{17a}$ ,  $(\text{CH}_2)_q\text{OC}(\text{O})\text{R}^{17b}$ ,  $(\text{CH}_2)_q\text{S}(\text{O})_p\text{R}^{17b}$ ,  $(\text{CH}_2)_q\text{S}(\text{O})_2\text{NR}^{17a}\text{R}^{17a'}$ ,  $(\text{CH}_2)_q\text{NR}^{17a}\text{S}(\text{O})_2\text{R}^{17b}$ ,  $\text{C}_{1-6}$  haloalkyl, a  $(\text{CH}_2)_x\text{-C}_{3-10}$  carbocyclic residue substituted with 0-3  $\text{R}^{17c}$ , and a  $(\text{CH}_2)_x\text{-5-10}$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2  $\text{R}^{17c}$ ;

$\text{R}^{17a}$  and  $\text{R}^{17a'}$ , at each occurrence, are selected from H,  $\text{C}_{1-6}$  alkyl,  $\text{C}_{3-8}$  alkenyl,  $\text{C}_{3-8}$  alkynyl, a  $(\text{CH}_2)_x\text{-C}_{3-10}$  carbocyclic residue substituted with 0-5  $\text{R}^{17e}$ , and a  $(\text{CH}_2)_x\text{-5-10}$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $\text{R}^{17e}$ ;

$\text{R}^{17b}$ , at each occurrence, is selected from  $\text{C}_{1-6}$  alkyl,  $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl, a  $(\text{CH}_2)_x\text{-C}_{3-6}$  carbocyclic residue substituted with 0-2  $\text{R}^{17e}$ , and a  $(\text{CH}_2)_x\text{-5-6}$  membered heterocyclic system

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containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>17e</sup>;

R<sup>17c</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, NO<sub>2</sub>, CN, (CH<sub>2</sub>)<sub>r</sub>NR<sup>17f</sup>R<sup>17f</sup>, (CH<sub>2</sub>)<sub>r</sub>OH, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-4</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-4</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>C(O)OH, (CH<sub>2</sub>)<sub>r</sub>C(O)R<sup>17b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)NR<sup>17f</sup>R<sup>17f</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>17f</sup>C(O)R<sup>17a</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OC<sub>1-4</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>OC(O)R<sup>17b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(=NR<sup>17f</sup>)NR<sup>17f</sup>R<sup>17f</sup>, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>p</sub>R<sup>17b</sup>, (CH<sub>2</sub>)<sub>r</sub>NHC(=NR<sup>17f</sup>)NR<sup>17f</sup>R<sup>17f</sup>, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>2</sub>NR<sup>17f</sup>R<sup>17f</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>17f</sup>S(O)<sub>2</sub>R<sup>17b</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with 0-3 R<sup>17e</sup>;

R<sup>17d</sup>, at each occurrence, is selected from methyl, CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>17e</sup>, C<sub>3-6</sub> alkenyl, C<sub>3-6</sub> alkynyl, and a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>17c</sup>;

R<sup>17e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>17f</sup>R<sup>17f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>17f</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

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$R^{18}$ , is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CHR')<sub>q</sub>OH, (CHR')<sub>q</sub>SH, (CHR')<sub>q</sub>OR<sup>18d</sup>, (CHR')<sub>q</sub>SR<sup>18d</sup>, (CHR')<sub>q</sub>NR<sup>18a</sup>R<sup>18a'</sup>, (CHR')<sub>r</sub>C(O)OH, (CHR')<sub>r</sub>C(O)R<sup>18b</sup>, (CHR')<sub>r</sub>C(O)NR<sup>18a</sup>R<sup>18a'</sup>, (CHR')<sub>q</sub>NR<sup>18a</sup>C(O)R<sup>18a</sup>, (CHR')<sub>q</sub>NR<sup>18a</sup>C(O)H, (CHR')<sub>r</sub>C(O)OR<sup>18a</sup>, (CHR')<sub>q</sub>OC(O)R<sup>18b</sup>, (CHR')<sub>q</sub>S(O)<sub>p</sub>R<sup>18b</sup>, (CHR')<sub>q</sub>S(O)<sub>2</sub>NR<sup>18a</sup>R<sup>18a'</sup>, (CHR')<sub>q</sub>NR<sup>18a</sup>S(O)<sub>2</sub>R<sup>18b</sup>, C<sub>1-6</sub> haloalkyl, a (CHR')<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>18c</sup>, and a (CHR')<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>18c</sup>;

R<sup>18a</sup> and R<sup>18a'</sup>, at each occurrence, are selected from H, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>18e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>18e</sup>;

R<sup>18b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>18e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>18e</sup>;

R<sup>18a</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, NO<sub>2</sub>, CN, (CH<sub>2</sub>)<sub>r</sub>NR<sup>18f</sup>R<sup>18f</sup>,

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$(CH_2)_xOH$ ,  $(CH_2)_xOC_{1-4}$  alkyl,  $(CH_2)_xSC_{1-4}$  alkyl,  
 $(CH_2)_xC(O)OH$ ,  $(CH_2)_xC(O)R^{18b}$ ,  $(CH_2)_xC(O)NR^{18f}R^{18f}$ ,  
 $(CH_2)_xNR^{18f}C(O)R^{18a}$ ,  $(CH_2)_xC(O)OC_{1-4}$  alkyl,  
 $(CH_2)_xOC(O)R^{18b}$ ,  $(CH_2)_xC(=NR^{18f})NR^{18f}R^{18f}$ ,  
 $(CH_2)_xS(O)pR^{18b}$ ,  $(CH_2)_xNHC(=NR^{18f})NR^{18f}R^{18f}$ ,  
 $(CH_2)_xS(O)_2NR^{18f}R^{18f}$ ,  $(CH_2)_xNR^{18f}S(O)_2R^{18b}$ , and  
 $(CH_2)_x$  phenyl substituted with 0-3  $R^{18e}$ ;

$R^{18d}$ , at each occurrence, is selected from methyl,  $CF_3$ ,  
 $C_{2-6}$  alkyl substituted with 0-3  $R^{18e}$ ,  $C_{3-6}$  alkenyl,  
 $C_{3-6}$  alkynyl, and a  $C_{3-10}$  carbocyclic residue  
substituted with 0-3  $R^{18c}$ ;

$R^{18e}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  
 $C_{2-8}$  alkenyl,  $C_{2-6}$  alkynyl,  $C_{3-6}$  cycloalkyl, Cl, F,  
Br, I, CN,  $NO_2$ ,  $(CF_2)_xCF_3$ ,  $(CH_2)_xOC_{1-5}$  alkyl, OH,  
SH,  $(CH_2)_xSC_{1-5}$  alkyl,  $(CH_2)_xNR^{18f}R^{18f}$ , and  
 $(CH_2)_x$  phenyl;

$R^{18f}$ , at each occurrence, is selected from H,  $C_{1-6}$   
alkyl, and  $C_{3-6}$  cycloalkyl;

$R^{19}$  is selected from  $C_{1-8}$  alkyl,  $C_{3-6}$  alkenyl,  $C_{3-8}$   
alkynyl,  $C(O)R^{19b}$ ,  $C(O)NR^{19a}R^{19a}$ ,  $C(O)OR^{19a}$ , and  
 $SO_2R^{19a}$ , a  $(CHR')_x$   $C_{3-10}$  carbocyclic residue  
substituted with 0-3  $R^{16}$ , and a  $(CHR')_x$  5-10  
membered heterocyclic system containing 1-4  
heteroatoms selected from N, O, and S, substituted  
with 0-3  $R^{16}$ ,

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~~R<sup>19a</sup> is selected from C<sub>1-8</sub> alkyl, C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, a (CR<sup>5</sup>'R<sup>5</sup>'')<sub>5</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>1516</sup> and a (CR<sup>5</sup>'R<sup>5</sup>'')<sub>5</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>1616</sup>,~~

~~R<sup>19b</sup> is selected from H, C<sub>1-8</sub> alkyl, C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, a (CR<sup>5</sup>'R<sup>5</sup>'')<sub>5</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>1516</sup> and a (CR<sup>5</sup>'R<sup>5</sup>'')<sub>5</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>1616</sup>,~~

~~m, at each occurrence, is selected from 1, 2, 3, 4, and 5;~~

~~n, at each occurrence, is selected from 0, 1, 2, 3, 4, and 5;~~

~~o, at each occurrence, is selected from 1 and 2;~~

~~p, at each occurrence, is selected from 1 and 2;~~

~~r, at each occurrence, is selected from 0, 1, 2, 3, 4, and 5;~~

~~q, at each occurrence, is selected from 1, 2, 3, 4, and 5;~~

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s, at each occurrence, is selected from 0, 1, and 2;

t, at each occurrence, is selected from 0, 1, 2, 3, 4, and 5; and

u, at each occurrence, is independently selected from 0, 1, and 2; and

v, at each occurrence, is selected from 0 and 1; and

w, at each occurrence, is selected from 0, 1, 2, and 3.

2. (CURRENTLY AMENDED) The compound of claim 1, wherein:

R<sup>4</sup>' is absent or, taken with the nitrogen to which it is attached to form an N-oxide;

R<sup>7</sup>, is selected from H, C<sub>1</sub>-6 alkyl, C<sub>2</sub>-8 alkenyl, C<sub>2</sub>-8 alkynyl, (CHR')<sub>q</sub>OH, (CHR')<sub>q</sub>OR<sup>7a</sup>, (CHR')<sub>q</sub>NR<sup>7a</sup>PR<sup>7a</sup>', (CHR')<sub>q</sub>C(O)R<sup>7b</sup>, (CHR')<sub>q</sub>C(O)NR<sup>7a</sup>PR<sup>7a</sup>', (CHR')<sub>q</sub>NR<sup>7a</sup>C(O)R<sup>7b</sup>, (CHR')<sub>q</sub>NR<sup>7a</sup>C(O)H, (CHR')<sub>q</sub>S(O)<sub>2</sub>NR<sup>7a</sup>PR<sup>7a</sup>', (CHR')<sub>q</sub>NR<sup>7a</sup>S(O)<sub>2</sub>R<sup>7b</sup>, (CHR')<sub>q</sub>NHC(O)NHR<sup>7a</sup>, (CHR')<sub>q</sub>NHC(O)OR<sup>7a</sup>, (CHR')<sub>q</sub>OC(O)NHR<sup>7a</sup>, a C<sub>1</sub>-6 haloalkyl, a (CHR')<sub>q</sub>C<sub>3</sub>-10 carbocyclic residue substituted with 0-3 R<sup>7c</sup>, and a (CHR')<sub>q</sub> 5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>7c</sup>,

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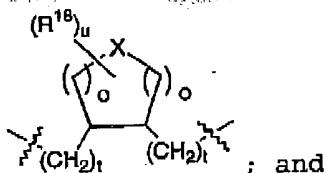
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alternatively,  $R^7$  and  $R^8$  join to form  $C_3$  - cycloalkyl,  
or  $=NR^{8b}$ ,

$R^{11}$ , is selected from H,  $C_1$  - 6 alky1,  $C_2$  - 8 alkenyl,  $C_2$  - 8 alkenyl,  $(CH_2)_qOH$ ,  $(CH_2)_qOR^{11d}$ ,  $(CH_2)_qNR^{11a}R^{11a'}$ ,  $(CH_2)_qC(O)R^{11b}$ ,  $(CH_2)_qC(O)NR^{11a'}$ ,  $(CH_2)_qNR^{11a}C(O)R^{11b}$ ,  $(CH_2)_qNR^{11a}C(O)NHR^{11a}$ ,  $(CH_2)_qNHC(O)NHR^{11a}$ ,  $(CH_2)_qNHC(O)OR^{11a}$ ,  $(CH_2)_qOC(O)NHR^{11a}$ ,  $C_1$  - 6 haloalkyl, a  $(CH_2)_x-C_3$  - 10 carbocyclic residue substituted with 0-5  $R^{11c}$ , and a  $(CH_2)_x$  5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{11c}$ .

3. (PREVIOUSLY AMENDED) The compound of claim 2, wherein:

$A$  is



$t$  is selected from 0, 1, and 2.

4. (ORIGINAL) The compound of claim 3, wherein:

$R^{17}$  is selected from H, and

$R^{18}$  is selected from H.

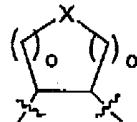
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5. (PREVIOUSLY AMENDED) The compound of claim 4, wherein:

A is



6. (PREVIOUSLY AMENDED) The compound of claim 5, wherein:

G is selected from  $-C(O)R^3$ ,  $-C(O)NR^2R^3$ ,  $-C(O)OR^3$ ,  $-SO_2NR^2R^3$ , and  $-SO_2R^3$ ,  $-C(=S)NR^2R^3$ ,  $C(=NR^{1a})NR^2R^3$ ,  $C(=CHCN)NR^2R^3$ ,  $C(=CHNO_2)NR^2R^3$ , and  $C(=C(CN)_2)NR^2R^3$ .

7. (PREVIOUSLY AMENDED) The compound of claim 6, wherein:

G is selected from  $-C(O)NR^2R^3$ ,  $C(=NR^{1a})NR^2R^3$ ,  $C(=CHCN)NR^2R^3$ ,  $C(=CHNO_2)NR^2R^3$ , and  $C(=C(CN)_2)NR^2R^3$ .

8. (ORIGINAL) The compound of claim 7, wherein:

$R^{16}$ , at each occurrence, is selected from methyl, ethyl, propyl, iso-propyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_rC_{3-6}$  cycloalkyl, Cl, Br, I, F,  $NO_2$ ,

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CN,  $(\text{CHR}')_r \text{NR}^{16a} \text{R}^{16a'}$ ,  $(\text{CHR}')_r \text{OH}$ ,  
 $(\text{CHR}')_r \text{O}(\text{CHR}')_r \text{R}^{16d}$ ,  $(\text{CHR}')_r \text{C}(\text{O})(\text{CHR}')_r \text{R}^{16b}$ ,  
 $(\text{CHR}')_r \text{C}(\text{O})\text{NR}^{16a} \text{R}^{16a'}$ ,  $(\text{CHR}')_r \text{NR}^{16f} \text{C}(\text{O})(\text{CHR}')_r \text{R}^{16b}$ ,  
 $(\text{CHR}')_r \text{S}(\text{O})_p(\text{CHR}')_r \text{R}^{16b}$ ,  $(\text{CHR}')_r \text{S}(\text{O})_2 \text{NR}^{16a} \text{R}^{16a'}$ ,  
 $(\text{CHR}')_r \text{NR}^{16f} \text{S}(\text{O})_2(\text{CHR}')_r \text{R}^{16b}$ ,  $\text{C}_{1-6}$  haloalkyl, and  
 $(\text{CHR}')_r \text{phenyl}$  substituted with 0-3  $\text{R}^{16e}$ ;

$\text{R}^{16a}$  and  $\text{R}^{16a'}$ , at each occurrence, are selected from H, methyl, ethyl, and a  $(\text{CH}_2)_r$ -C<sub>3-6</sub> carbocyclic residue substituted with 0-2  $\text{R}^{16e}$ ;

$\text{R}^{16e}$ , at each occurrence, is selected from methyl, ethyl, Cl, F, Br, I, CN, CF<sub>3</sub>, and OCH<sub>3</sub>;

$\text{R}^{16f}$ , at each occurrence, is selected from H; and r is selected from 0, 1, and 2.

9. (PREVIOUSLY AMENDED) The compound of claim 8, wherein:

$\text{R}^3$  is selected from a  $(\text{CR}^3' \text{R}^3'')_r$ -C<sub>3-6</sub> carbocyclic residue substituted with 0-2  $\text{R}^{15}$  and a  $(\text{CR}^3' \text{CR}^3'')_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2  $\text{R}^{15}$ ;

$\text{R}^3'$  and  $\text{R}^3''$ , at each occurrence, are selected from H;

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$R^{15}$ , at each occurrence, is selected from  $C_{1-8}$  alkyl,  
 $(CH_2)_rC_{3-6}$  cycloalkyl, Cl, Br, F, CN,  
 $(CHR')_rNR^{15a}R^{15a'}$ ,  $(CHR')_rOH$ ,  $(CHR')_rO(CHR')_rR^{15d}$ ,  
 $(CHR')_rC(O)(CHR')_rR^{15b}$ ,  $(CHR')_rC(O)NR^{15a}R^{15a'}$ ,  
 $(CHR')_rNR^{15f}C(O)(CHR')_rR^{15b}$ ,  
 $(CHR')_rNR^{15f}C(O)NR^{15f}R^{15f}$ ,  $(CHR')_rC(O)O(CHR')_rR^{15d}$ ,  
 $(CHR')_rOC(O)(CHR')_rR^{15b}$ ,  $(CHR')_rS(O)_p(CHR')_rR^{15b}$ ,  
 $(CHR')_rS(O)_2NR^{15a}R^{15a'}$ ,  $(CHR')_rNR^{15f}S(O)_2(CHR')_rR^{15b}$ ,  
 $C_{1-6}$  haloalkyl,  $C_{2-8}$  alkenyl substituted with 0-3  
 $R'$ ,  $C_{2-8}$  alkynyl substituted with 0-3  $R'$ ,  
 $(CHR')_r$  phenyl substituted with 0-3  $R^{15e}$ , and a  
 $(CH_2)_r$  5-10 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-2  $R^{15e}$ ;

$R'$ , at each occurrence, is selected from H, and  $C_{1-6}$   
alkyl;

$R^{15a}$  and  $R^{15a'}$ , at each occurrence, are selected from H,  
 $C_{1-6}$  alkyl, a  $(CH_2)_r$   $C_{3-6}$  carbocyclic residue  
substituted with 0-5  $R^{15e}$ , and a  $(CH_2)_r$  5-6  
membered heterocyclic system containing 1-2  
heteroatoms selected from N, O, and S, substituted  
with 0-2  $R^{15e}$ ;

$R^{15b}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl, a  
 $(CH_2)_r$   $C_{3-6}$  carbocyclic residue substituted with  
0-3  $R^{15e}$ , and  $(CH_2)_r$  5-6 membered heterocyclic  
system containing 1-2 heteroatoms selected from N,  
O, and S, substituted with 0-2  $R^{15e}$ , and

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$R^{15e}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl, Cl, F, Br, I, CN,  $(CF_2)_xCF_3$ , and OH.

10. (CANCELED)

11. (CANCELED)

12. (CANCELED)

13. (CANCELED)

14. (CANCELED)

15. (CANCELED)

16. (CANCELED)

17. (CANCELED)

18. (CANCELED)

19. (CANCELED)

20. (CANCELED)

21. (CANCELED)

22. (CANCELED)

10 23. (PREVIOUSLY AMENDED) The compound of claim 1  
wherein the compound is selected from:

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N- (3-acetylphenyl)-N' - ((3S,4S)-4-{[4-(4-fluorobenzyl)cyclohexyl]amino}tetrahydro-3-furanyl)urea.

24. (ORIGINAL) A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of claim 1.

25. (ORIGINAL) A method for modulation of chemokine receptor activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

26. (CURRENTLY AMENDED) A method for treating or preventing inflammatory diseases, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

27. (CURRENTLY AMENDED) A method for treating or preventing asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

28. (PREVIOUSLY PRESENTED) A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of claim 9.

29. (PREVIOUSLY PRESENTED) A method for modulation of chemokine receptor activity comprising administering to a patient in need thereof a

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therapeutically effective amount of a compound of claim 9.

30. (PREVIOUSLY PRESENTED) A method for treating inflammatory diseases, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 9.

31. (CURRENTLY AMENDED) A method for treating ~~ex~~ preventing asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 9.

32. (PREVIOUSLY PRESENTED) A method according to Claim ~~30~~<sup>17</sup>, wherein the disorder is selected from asthma, allergic rhinitis, atopic dermatitis, inflammatory bowel diseases, idiopathic pulmonary fibrosis, bullous pemphigoid, allergic colitis, eczema, conjunctivitis, familial eosinophilia, eosinophilic cellulitis, eosinophilic pneumonias, eosinophilic fasciitis, and eosinophilic gastroenteritis.

33. (PREVIOUSLY PRESENTED) The method according to Claim ~~32~~<sup>19</sup>, wherein the disorder is allergic rhinitis.

34. (PREVIOUSLY PRESENTED) The method according to Claim ~~32~~<sup>19</sup>, wherein the disorder is atopic dermatitis.

35. (PREVIOUSLY PRESENTED) The method according to Claim ~~32~~<sup>19</sup>, wherein the disorder is inflammatory bowel diseases.